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UBER TECHNOLOGIES, INC.
14 and OTTOMOTTO LLC

15 UNITED STATES DISTRICT COURT
16 NORTHERN DISTRICT OF CALIFORNIA
17 SAN FRANCISCO DIVISION

18 WAYMO LLC,
19 Plaintiff,
20 v.
21 UBER TECHNOLOGIES, INC.,
OTTOMOTTO LLC; OTTO TRUCKING LLC,
22 Defendants.
23

Case No. 3:17-cv-00939-WHA

**DEFENDANTS' ADMINISTRATIVE
MOTION TO FILE UNDER SEAL
ACQUISITION DOCUMENTS
PURSUANT TO MAY 25, 2017 ORAL
ORDER**

Trial Date: October 2, 2017

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1 In accordance with Civil Local Rules 7-11 and 79-5, and General Order No. 62,
2 Defendants Uber Technologies, Inc. and Ottomotto LLC (“Defendants”) submit this motion for
3 an order to file under seal the confidential, unredacted version of the following documents:

- 4
- 5 1. Entirety of Agreement and Plan of Merger (Ottomotto)
6 2. Entirety of Exhibits to Agreement and Plan of Merger (Ottomotto)
7 3. Entirety of Indemnification Agreement
8 4. Entirety of Exhibit A to Indemnification Agreements
9 5. Entirety of Exhibit B to Indemnification Agreements
10 6. Entirety of Agreement and Plan of Merger (Otto Trucking)
11 7. Entirety of Exhibits to Agreement and Plan of Merger (Otto Trucking)
12 8. Entirety of Company Disclosure Schedules (Otto Trucking)
13 9. Entirety of Company Disclosure Schedules (Ottomotto)
14 10. Amendment to Agreement and Plan of Merger (Ottomotto)
15 11. Amendment to Agreement and Plan of Merger (Otto Trucking)
16 12. Draft Term Sheet

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18 At the May 25, 2017 Hearing, Judge Corley instructed Uber to file the acquisition
19 documents, noting that “Judge Alsup wanted to see them” and Uber may do so “obviously under
20 the protective order.” (5/25/17 Rough Hearing Tr. at 9:16-10:2.)

21 The acquisition documents, listed above, contain non-public, highly confidential
22 information relating to acquisition agreements of Uber, including highly confidential business
23 information relating to Uber’s (a privately held corporation) corporate structure and highly
24 confidential information relating to terms of the agreements. The documents contain highly
25 sensitive business information that is not publicly known, and their confidentiality is strictly
26 maintained. This information could be used by competitors to Uber’s detriment, including in the
27 context of negotiating business deals. (Declaration of Michelle Yang in Support of Defendants’
28 Administrative Motion to File Documents Under Seal (“Yang Decl.””) ¶ 2.)

1 In addition, the Draft Term Sheet discusses Uber's proprietary and highly confidential
2 designs for Uber's custom LiDAR system and Uber's detailed market strategy information. If
3 such information were made public, Uber's competitive standing could be significantly harmed.
4 (Yang Decl. ¶ 3.)

5 Pursuant to Civil Local Rule 79-5(d)(2), Defendants will lodge with the Clerk the
6 documents at issue, with accompanying chamber copies.

7 Defendants served Waymo with this Administrative Motion to File Document Under Seal
8 on May 26, 2017.

9 For the foregoing reasons, Defendants request that the Court enter the accompanying
10 Proposed Order granting Defendants' Administrative Motion to File Document Under Seal and
11 designate the service copies of this document as "HIGHLY CONFIDENTIAL – ATTORNEYS'
12 EYES ONLY."

13 Dated: May 26, 2017

MORRISON & FOERSTER LLP

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15 By: /s/ Arturo J. Gonzalez
ARTURO J. GONZALEZ

16 Attorneys for Defendants
17 UBER TECHNOLOGIES, INC.
and OTTOMOTTO LLC

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